

EXHIBIT

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1 GIBSON, DUNN & CRUTCHER LLP
2 Randy M. Mastro, Esq.
3 200 Park Avenue
4 New York, New York 10166
5 Telephone: (212) 351-4000

6 Attorneys for Anna Strasberg, Administratrix C.T.A.

7 SURROGATE'S COURT
8 COUNTY OF NEW YORK

9 ACCOUNTING BY
10 ANNA STRASBERG
11 AS ADMINISTRATRIX C.T.A.
12 of the ESTATE OF MARILYN MONROE,
13 Deceased

FILE NO. P2781/1962

PETITION FOR JUDICIAL SETTLEMENT
OF FINAL ACCOUNT OF
ADMINISTRATRIX C.T.A. AND FOR AN
ORDER AUTHORIZING PETITIONER TO
1) EXECUTE LIMITED LIABILITY
AGREEMENT;
2) ESTABLISH AND OPERATE LIMITED
LIABILITY COMPANY;
3) USE ESTATE ASSETS TO ESTABLISH
LIMITED LIABILITY COMPANY;
4) DISTRIBUTE INTERESTS TO
RESIDUARY BENEFICIARIES;
5) FOR ORDER VACATING ORDER TO
COMPEL FIDUCIARIES TO ACCOUNT;
AND, 6) DISCHARGE OF PRIOR
EXECUTOR

21 TO THE SURROGATE'S COURT OF THE COUNTY OF NEW YORK:

22 1. The petition ("Petition") of Anna Strasberg
23 ("Petitioner"), residing at 135 Central Park West, New York, New
24 York respectfully states:

25 2. The decedent, Marilyn Monroe, ("Decedent") died on
26 August 5, 1962, and at the time of her death was a resident of the
27 Borough of Manhattan, City, County and State of New York. A copy of
28 the decedent's Will is attached hereto as Exhibit 1.

1 3. Decedent's Will dated January 14, 1961 was admitted to
2 probate and Letters Testamentary were issued to Aaron R. Frosch by
3 the Surrogate's Court of New York County, New York on October 30,
4 1962. Aaron R. Frosch having died, Letters of Administration C.T.A.
5 were issued to Petitioner by the Surrogate's Court of New York
6 County, New York on July 21, 1989.

7 5. The Petitioner presents and renders herewith, a verified
8 account of Petitioner's proceedings in this estate, for the period
9 from July 20, 1989 to October 3, 2000, showing the gross value of
10 assets, including principal and income, to be the sum of \$1,470.44.
11 The prior executor's account ending April 29, 1989 showed an ending
12 property on hand figure of \$33,904.18 in cash and Miscellaneous
13 Royalty Interests (Intellectual Property Rights) in an undetermined
14 value. Petitioner is informed and believes that the only account
15 activity which occurred from April 29, 1989 until her appointment as
16 Successor Administratrix C.T.A. on July 21, 1989 was interest earned
17 on the estate's cash assets in the sum of \$469.48, which is
18 reflected in Schedule A in the Accounting filed herein.

19 5. An order was entered in this Court on January 20, 1970
20 fixing and assessing the estate tax due. Petitioner believes the
21 estate taxes with respect to this estate were paid in full. The
22 statutory period for payment of estate taxes has expired.

23 6. The rendering of such account at this time is proper
24 because seven months have elapsed since letters were issued to
25 Petitioner.

26 7. Marjorie M. Frosch, in her capacity as Executor of the
27 Estate of Aaron R. Frosch, stated in her Petition for An
28 Intermediate Voluntary Accounting, filed in this proceeding and

approved by decree issued January 17, 1991, that Aaron R. Frosch satisfied in full, as verified in Schedule J of the accounting filed with her Petition, the specific pecuniary bequests and the bequest of personalty under Clause FOURTH of Decedent's Will, the sum of \$40,000.00 to May Reis under Clause SIXTH of Decedent's Will, and further satisfied in full the bequest under Clause FIFTH of the Decedent's Will, as amended by agreement and settlement among the concerned parties. All other bequests having been satisfied in these proceedings, the only parties now entitled to a share of the remaining residue of the estate are the Estate of Lee Strasberg, as to 75%, and the Anna Freud Centre (as beneficiary under the Will of Dr. Marianne Kris), as to 25%.

8. The names and addresses of all persons and parties interested in this proceeding who are required to be cited under the provisions of Surrogate's Court Procedure Act §2210, or otherwise, or concerning whom or which the Court is required to have information, are set forth below. Also see Schedule G of Accounting filed herein.

<u>Name</u>	<u>Interest</u>	<u>Address</u>
Anna Strasberg Executrix, Estate of Lee Strasberg, Deceased (Beneficiary, Adult)	75% Residue	135 Central Park West New York, NY 10023
The Anna Freud Centre (Beneficiary, Organization)	25 % Residue	21 Maresfield Gardens Hampstead, London NW3 5SD England
Anton O. Kris, MD Co-Executor, Estate of Dr. Marianne Kris (Interested party, Adult)	None	37 Philbrick Road Brookline, Mass 02146

1	Anna K. Wolff, MD	None	10 Channing Street
2	Co-Executor, Estate of Dr.		Cambridge, Mass.
3	Marianne Kris		02138
	(Interested party, Adult)		
4	The Attorney General of the	On behalf of	120 Broadway
5	State of New York	The Anna Freud	New York, NY
	(Government Agency)	Centre	
6	Continental Insurance Co.	None	Surety Dept.
7	(Surety bond holder)		39 Broadway #620
			New York, NY 10006
8	Stroock, Stroock & Lavan	None, Attorneys	180 Maiden Lane
9		for Marjorie M.	New York, NY 10038
10		Frosch,	
		Executrix of	
		the Estate of	
		Aaron R. Frosch	

11 9. There are no persons interested in this proceeding other
 12 than those herein above mentioned, all of said above mentioned
 13 persons are of sound mind; and all are of full age.

14 10. No prior application has been made to this or any other
 15 court for the relief requested in this Petition.

16 11. During the period of this account Petitioner has received
 17 income receipts, as set forth in Schedule A-2 of the Accounting
 18 filed herein, from the decedent's participation rights in motion
 19 pictures and royalties from the licensing of the decedent's name,
 20 likeness and signature ("Intellectual Property Rights"). Petitioner
 21 has made periodic distributions, as set forth in Schedule E of the
 22 Accounting, of the balance of the estate funds after payment of
 23 expenses, as set forth in Schedule C of the Accounting, in shares of
 24 75% to the Estate of Lee Strasberg and 25% to the Anna Freud Centre.

25 12. The Petitioner also requests the Court to authorize her to
 26 establish a limited liability company to hold the Intellectual
 27 Property Rights and to distribute pro rata interests in the limited
 28 liability company to the residuary beneficiaries of the estate.

1 13. Section 11-1.1(c) of the Estates, Powers and Trusts Law
2 states that "the court having jurisdiction of the estate... may
3 authorize the fiduciary to exercise any other power which in the
4 judgment of the court is necessary for the proper administration of
5 the estate or trust." Thus, the powers enumerated by EPTL
6 Section 11-1.1(b) are not exclusive, and the court has the authority
7 to grant the Petitioner the power to establish such a company to
8 hold estate property. Distribution in kind of interests in the
9 limited liability company is permissible under Section 2216 of the
10 Surrogate's Court Procedure Act.

11 14. There are several reasons why it would be appropriate and
12 in the best interests of the estate and beneficiaries to authorize
13 the Petitioner to form a limited liability company and distribute
14 interests in the limited liability company to the residuary
15 beneficiaries. First, coordinated management of the Intellectual
16 Property Rights would be maintained. It would not be practical, and
17 perhaps would not even be possible, to divide the Intellectual
18 Property Rights between the beneficiaries, and it certainly would
19 not be efficient or to the benefit of the beneficiaries to do so.
20 Second, after distribution of the limited liability company
21 interests it would be possible to close the estate, which has now
22 been open for almost 40 years. In addition to the obvious benefits
23 resulting from distributing the assets and closing the estate, there
24 are also clear disadvantages resulting from keeping the estate open:
25 additional, unnecessary costs would be imposed on the beneficiaries;
26 the court's docket would be burdened with a case that could be
27 closed; and the estate and the beneficiaries would remain vulnerable
28 to unmeritorious, "crank" claims, because of the unique celebrity

1 status of the Decedent. Third, unless the Petitioner is authorized
2 to exercise the powers requested herein, there is every reason to
3 believe that the estate will not be closed in the foreseeable
4 future. Distribution of the Intellectual Property Rights would
5 continue to remain impractical and the estate would remain open to
6 more crank claims. Fourth, utilizing a limited liability company
7 structure will afford the beneficiaries some measure of protection
8 from crank claims.

9 15. On December 31, 1990, this court entered a decree which,
10 among other things, ordered that administration of the estate was to
11 continue as long as the estate maintained an agency agreement with
12 terms and conditions substantially similar to the agency agreement
13 then in effect. The agency agreement now in effect with CMG
14 Worldwide is substantially similar to the agency agreement in effect
15 on December 31, 1990. However, as set forth above, Petitioner
16 believes that it would be in the best interest of the estate and
17 beneficiaries to close the estate proceedings and distribute the
18 remaining assets as set forth herein.

19 16. The consents of the residuary beneficiaries are attached
20 hereto as Exhibits 2 and 3 and are incorporated herein by this
21 reference.

22 17. Attached hereto as Exhibit 4 and incorporated herein by
23 this reference, is a form of limited liability company agreement
24 that Petitioner proposes to use as the governing agreement for the
25 limited liability company. Under the proposed limited liability
26 company agreement, Petitioner would be the sole initial member.
27 Subsequently, the Petitioner and the residuary beneficiaries would
28 execute a supplement to the agreement (a copy of the proposed

1 supplement is attached hereto as Exhibit 5 and incorporated herein
2 by this reference), which would make the residuary beneficiaries
3 75%/25% owners of the entire company. A proposed form of assignment
4 from the Petitioner to the residuary beneficiaries is attached
5 hereto as Exhibit 6 and incorporated herein by this reference. In
6 order properly to establish and operate the company, it will also be
7 necessary, among other things, to obtain a taxpayer identification
8 number, file a certificate of formation, a proposed form is attached
9 hereto as Exhibit 7, and file appropriate documents in states other
10 than Delaware in which the company does business. Petitioner
11 requests authorization to execute such documents.

12 18. The Petitioner also requests the Court to authorize her to
13 use funds of the estate to establish the limited liability company,
14 and to register and qualify it in appropriate jurisdictions. After
15 distribution of the limited liability company interests to the
16 residuary beneficiaries, the costs of maintaining the company will
17 be borne on a pro rata basis by the residuary beneficiaries.

18 19. Pursuant to this court's Decree Approving Attorney's fees
19 and Other Related Matters filed October 31, 1990, Petitioner is to
20 receive no commissions as Administratrix C.T.A.

21 20. On June 25, 1990 this court issued an Order to Compel
22 Fiduciaries to Account, attached hereto as Exhibit 8, directing that
23 Marjorie M. Frosh, as Executrix of the Estate of Aaron R. Frosh,
24 file and judicially settle a final accounting with respect to the
25 Estate of Marilyn Monroe; and further ordered that Anna Strasberg,
26 Administratrix C.T.A. file and judicially settle an intermediate
27 accounting for the period from July 20, 1989 through May 31, 1990.
28 On August 2, 1990, attorneys for Marjorie M. Frosch, Anna Strasberg,

1 The Anna Freud Center, and for Anton O. Kris and Anna Kris Wolff as
2 Executors of the Estate of Marianne Kris executed a Stipulation on
3 behalf of their clients, a copy of which is attached hereto as
4 Exhibit 9, wherein the parties requested that the Court vacate the
5 Order to Compel Fiduciaries to Account of June 25, 1990.

6 Petitioner, after a search of the court records, can find no
7 evidence that an order vacating the Order to Compel Fiduciaries to
8 Account has been executed by this court. Schedule A of Petitioner's
9 account filed in these proceedings details the only transactions,
10 consisting solely of interest earned on estate assets Marjorie M.
11 Frosch transferred to Petitioner immediately following her
12 appointment as Administratrix C.T.A. on July 21, 1989, that occurred
13 after the end of Marjorie M. Frosch's intermediate account on April
14 29, 1989 through July 20, 1989. Petitioner's account further
15 includes all transactions that occurred from July 20, 1989 to
16 October 3, 2000. Because all estate account activity between April
17 29, 1989 and October 3, 2000 has been reported in the account filed
18 herein, Petitioner requests that this court vacate the Order to
19 Compel Fiduciaries to Account of June 25, 1990. Petitioner's
20 Receipt and Release as Administratrix C.T.A. acknowledging receipt
21 of estate assets from Marjorie M. Frosch, is attached hereto as
22 Exhibit 10.

23 After a search of the court's records, and having found no
24 order discharging the deceased prior Executor Aaron R. Frosch, and a
25 receipt having been filed in these proceedings for all assets
26 transferred from Marjorie M. Frosch, as Executrix of the Estate of
27 Aaron R. Frosch, to petitioner as successor Administratrix C.T.A.,
28

1 petitioner requests that Aaron R. Frosch be discharge as Executor
2 without further account.

3 WHEREFORE, Petitioner prays for an Order of this Court as
4 follows:

5 1. The account of proceedings be judicially settled;

6 2. Authorizing the Petitioner to execute the Limited
7 Liability Company Agreement attached as Exhibit 4, the Supplement
8 thereto attached as Exhibit 5, the Assignment attached as Exhibit 6,
9 the Certificate of Formation attached as Exhibit 7, and any and all
10 other documents necessary to establish the limited liability company
11 and register and/or qualify it in other jurisdictions, as the
12 Petitioner deems appropriate;

13 3. Authorizing the Petitioner to take all other necessary
14 steps to establish and operate the limited liability company,
15 including registering and qualifying the limited liability company
16 in one or more other jurisdictions, as the Petitioner deems
17 appropriate;

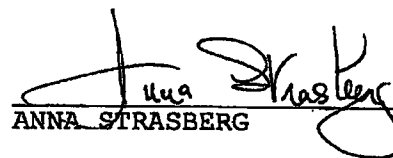
18 4. Authorizing the Petitioner to use estate assets for the
19 purposes of establishing the limited liability company and
20 registering and qualifying it in one or more other jurisdictions, as
21 the Petitioner deems appropriate;

22 5. Authorizing the Petitioner to transfer all assets of the
23 estate to the limited liability company and distribute membership
24 interests in the limited liability company pro rata to the residuary
25 beneficiaries as follows: 75% to Anna Strasberg, as Executor of the
26 Estate of Lee Strasberg, and 25% to the Anna Freud Centre;

27 6. That the Order to Compel Fiduciaries to Account of June
28 25, 1990 be vacated;

- 1 7. That Aaron R. Frosch be discharged as Executor;
2 8. That these estate proceedings be closed; and
3 9. That the persons above mentioned and all necessary and
4 proper persons be cited to show cause why such settlement should not
5 be had and for such other and further relief as the Court may deem
6 just and proper.

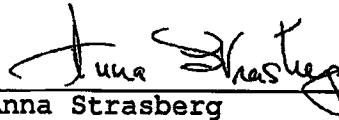
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8 DATED: Oct. 18 2000, 2000

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10 
11 ANNA STRASBERG

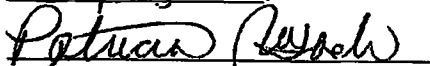
VERIFICATION

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The undersigned, the petitioner named in the foregoing petition, being duly sworn, says: I have read the foregoing petition subscribed by me and know the contents thereof, and the same is true of my own knowledge, except as to the matters therein stated to be alleged upon information and belief, and as to those matter I believe it to be true.

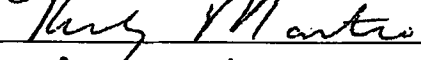

Anna Strasberg

Sworn to before me on

10/18, 2000


PATRICIA ROSADO
Notary Public, State of New York
No. 01RO5014712
Qualified in New York County
Commission Expires July 8, 2001
Commission Expires July 8,
Qualified in New York County
No. 01RO5014712
Notary Public, State of New York
PATRICIA ROSADO

Notary Public
Commission Expires: 7/6/2001
(Affix Notary Stamp or Seal)

Signature of Attorney: 
Print Name of Attorney: Randy Martro

Gibson, Dunn & Crutcher, LLP
200 Park Avenue
New York, New York 10166
Telephone: (212) 351-4000

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Exhibit 1

I, MARILYN MONROE, do make, publish and declare this to be my Last Will and Testament.

FIRST: I hereby revoke all former Wills and Codicils by me made.

SECOND: I direct my Executor, hereinafter named, to pay all of my just debts, funeral expenses and testamentary charges as soon after my death as can conveniently be done.

THIRD: I direct that all succession, estate or inheritance taxes which may be levied against my estate and/or against any legacies and/or devisees hereinafter set forth shall be paid out of my residuary estate.

FOURTH: (a) I give and bequeath to BERNICE MIRACLE, should she survive me, the sum of \$10,000.00.

(b) I give and bequeath to MAY REIS, should she survive me, the sum of \$10,000.00.

(c) I give and bequeath to NORMAN and HEDDA ROSTEN, or to the survivor of them, or if they should both predecease me, then to their daughter, PATRICIA ROSTEN, the sum of \$5,000.00, it being my wish that such sum be used for the education of PATRICIA ROSTEN.

(d) I give and bequeath all of my personal effects and clothing to LEE STRASBERG, or if he should predecease me, then to my Executor hereinafter named, it being my desire that he distribute these, in his sole discretion, among my friends, colleagues and those to whom I am indebted.

FIFTH: I give and bequeath to my Trustee, hereinafter

named, the sum of \$100,000.00, in Trust, for the following uses and purposes:

(a) To hold, manage, invest and reinvest the said property and to receive and collect the income therefrom.

(b) To pay the net income therefrom, together with such amounts of principal as shall be necessary to provide \$5,000.00 per annum, in equal quarterly installments, for the maintenance and support of my mother, GLADYS BAKER, during her lifetime.

(c) To pay the net income therefrom, together with such amounts of principal as shall be necessary to provide \$2,500.00 per annum, in equal quarterly installments, for the maintenance and support of MRS. MICHAEL CHEKHOV during her lifetime.

(d) Upon the death of the survivor between my mother, GLADYS BAKER, and MRS. MICHAEL CHEKHOV to pay over the principal remaining in the Trust, together with any accumulated income, to DR. MARIANNE KRIS to be used by her for the furtherance of the work of such psychiatric institutions or groups as she shall elect.

SIXTH: All the rest, residue and remainder of my estate, both real and personal, of whatever nature and wheresoever situate, of which I shall die seized or possessed or to which I shall be in any way entitled, or over which I shall possess any power of appointment by Will at the time of my death, including any lapsed legacies, I give, devise and bequeath as follows:

(a) to MAX REIS the sum of \$40,000.00 or 25% of the total remainder of my estate, whichever shall be the lesser.

(b) To DR. MARIANNE KRIS 25% of the balance thereof, to be used by her as set forth in ARTICLE FIFTH (d) of this my Last Will and Testament.

(c) To LEE STRASBERG the entire remaining balance.

SEVENTH: I nominate, constitute and appoint AARON R. FROSCHE Executor of this my Last Will and Testament. In the event that he should die or fail to qualify, or resign or for any other reason be unable to act, I nominate, constitute and appoint L. ARNOLD WEISSBERGER in his place and stead.

EIGHTH: I nominate, constitute and appoint AARON R. FROSCHE Trustee under this my Last Will and Testament. In the event he should die or fail to qualify, or resign or for any other reason be unable to act, I nominate, constitute and appoint L. ARNOLD WEISSBERGER in his place and stead.

MARILYN MONROE (L.S.)

SIGNED, SEALED, PUBLISHED and DECLARED by MARILYN MONROE, the Testatrix above named, as and for her Last Will and Testament, in our presence and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses this 14 day of January, One Thousand Nine Hundred Sixty-One.

AARON R. FROSCHE residing at 10 WEST 86th St. N.Y.

LOUISE H. WHITE residing at 209 E 56 St. N.Y.

residing at _____

Exhibit 2

1 GIBSON, DUNN & CRUTCHER LLP
2 Randy M. Mastro, Esq.
3 200 Park Avenue
New York, New York 10166
Telephone: (212) 351-4000

4 Attorneys for Anna Strasberg, Administrator C.T.A.

5
6 SURROGATE'S COURT
7 COUNTY OF NEW YORK

8
9 ACCOUNTING BY

10 ANNA STRASBERG

11 AS ADMINISTRATOR C.T.A.

12 of the ESTATE OF MARILYN MONROE,

13 Deceased
14
15

FILE NO. P2781/1962

CONSENT TO EXECUTION OF LIMITED
LIABILITY COMPANY AGREEMENT AND
RELATED MATTERS

16 The undersigned, Anna Strasberg, Executrix of the Estate of Lee
17 Strasberg. being of full age, and sound mind, having an interest in
18 this proceeding, consents to Anna Strasberg's, Administrator C.T.A.,
19 proposal to execute a limited liability agreement and all other
20 documents and proposals related thereto, as set forth in the
21 Petition for Judicial Settlement of Final Account of Administrator
22 C.T.A. and For An Order Authorizing Petitioner to 1) Execute Limited
23 Liability Agreement; 2) Establish and Operate Limited Liability
24 Company; 3) Use Estate Assets to Establish Limited Liability
25 Company; 4) Distribute Interests to Residuary Beneficiaries; 5) For
26 Order Vacating Order To Compel Fiduciaries to Account; and, 6)
27 Discharge of Prior Executor, a full copy of which I have received.
28

1 Date: 10-18-00

Anna Strasberg
Anna Strasberg, Executrix of the
Estate of Lee Strasberg

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3
4 STATE OF NEW YORK)
COUNTY OF New York) ss.:

5 On 10-18, 2000, before me personally appeared

6
7 ANNA Strasberg to me known and known to me to
be the person described in and who executed the foregoing Consent to
8 Execution of Limited Liability Company Agreement and Related Matters
and duly acknowledged the execution thereof.

9
10 Patricia Rosado
Notary Public
11 Commission Expires: 7/6/2001
(Affix Notary Stamp of Seal)

PATRICIA ROSADO
Notary Public, State of New York
No. 01RO5014712
Qualified in New York County
Commission Expires July 6, 2001

12
13 Name of Attorney: Randy M. Mastro, Esq. Tel. No. 212-351-4000

14
15 Address of Attorney: Gibson, Dunn & Crutcher LLP, 200 Park Avenue,
New York, NY 10166

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Exhibit 3

1 GIBSON, DUNN & CRUTCHER LLP
2 Randy M. Mastro, Esq.
3 200 Park Avenue
4 New York, New York 10166
5 Telephone: (212) 351-4000

6 Attorneys for Anna Strasberg, Administrator C.T.A.

7 SURROGATE'S COURT
8 COUNTY OF NEW YORK

9 ACCOUNTING BY
10 ANNA STRASBERG
11 AS ADMINISTRATOR C.T.A.
12 of the ESTATE OF MARILYN MONROE,
13 Deceased
14
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FILE NO. P2781/1962

CONSENT TO EXECUTION OF LIMITED
LIABILITY COMPANY AGREEMENT AND
RELATED MATTERS

16 The undersigned, as an authorized representative of The Anna
17 Freud Centre, being of full age, and sound mind, having an interest
18 in this proceeding, consents to Anna Strasberg's, Administrator
19 C.T.A, proposal to execute a limited liability agreement and all
20 other documents and proposals related thereto, as set forth in the
21 Petition for Judicial Settlement of Final Account of Administrator
22 C.T.A. and For An Order Authorizing Petitioner to 1) Execute Limited
23 Liability Agreement; 2) Establish and Operate Limited Liability
24 Company; 3) Use Estate Assets to Establish Limited Liability
25 Company; 4) Distribute Interests to Residuary Beneficiaries; 5) For
26 Order Vacating Order to Compel Fiduciaries to Account; and 6)
27 Discharge of Prior Executor, a full copy of which I have received.
28

1 Date: November 15, 2000

Steven B. Rosenfeld
On behalf of the Anna Freud
Centre

2
3
4 STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

5 On NOVEMBER 15, 2000, before me personally appeared

6
7 STEVEN B. ROSENFELD to me known who duly swore to
the foregoing instrument and who did say that he/she resides at
8 1070 PARK AVENUE, NEW YORK, NY 10128 and that he/she is a
9 ATTORNEY-IN-FACT of The Anna Freud Centre; and that he/she
signed his/her name thereto by order of the Board of Directors of
said organization.

10
11 Amy Auerbach
Notary Public
12 Commission Expires:
13 (Affix Notary Stamp of Seal)

AMY AUERBACH
Notary Public, State of New York
No. 01A14721548
Qualified in New York County
Commission Expires March 30, 2002

14 Name of Attorney: Randy M. Mastro, Esq. Tel. No. 212-351-4000

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16 Address of Attorney: Gibson, Dunn & Crutcher LLP, 200 Park Avenue,
New York, NY 10166

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